

RECORDATION NO. 18732B FILED

JAN - 3 '00 3-21 PM

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

January 3, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment, Management and Escrow Agreement, dated December 28, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 18732.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Assignee: The Vaughn Group, Inc.  
9367 Allen Road  
West Chester, OH 45069

A description of the railroad equipment covered by the enclosed document is:

eighteen (18) railcars bearing reporting marks and road numbers  
GNRR 801 - GNRR 818.

Mr. Vernon A. Williams  
January 3, 2000  
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Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

JAN - 3 '00

3-21PM

**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT  
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on December ~~24~~<sup>23</sup>, 1999, by and between The Vaughn Group, Inc. ("Assignee"), and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated December ~~24~~<sup>23</sup>, 1999, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Master Lease Agreement dated February 23, 1993, Schedule 93-2 dated October 15, 1993, between Lease Plan U.S.A., Inc. and Champion International, Inc., as Lessee (the "Lessee") and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, INC.

By: Name: **John V. Handelsman**  
**President and CEO**

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: Name: Gary SmithTitle: Vice President, Finance & Treasurer

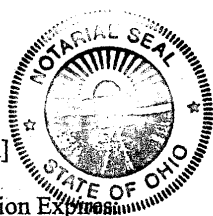
Champion

STATE OF Ohio )  
COUNTY OF Butler ) ss.:  
)

On this 29th day of December, 1999, before me personally appeared John V. Handelsman, to me personally known, who being by me duly sworn, says that he is President and CEO of The Vaughn Group, Inc., an Ohio corporation (the "Company"), that the foregoing instrument was signed on behalf of said Company by authority of its Board of Members and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Company.

[Notarial Seal]

My Commission Expires 1/1/00



Kathy J. Voegelé  
Notary Public

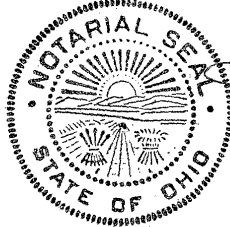
KATHY J. VOEGELE  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

STATE OF OHIO )  
COUNTY OF LUCAS ) ss.:  
)

On this 28th day of December, 1999, before me personally appeared Gary Smith, to me personally known, who being by me duly sworn, says that he is Vice President Finance and Treasurer, of The Andersons, Inc., an Ohio corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

[Notarial Seal]

My Commission Expires:



Julie Ann Dibble  
Notary Public

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 8-20-2000

# **Exhibit A**

Eighteen (18) 1981 Ortner K-340 Rapid Discharge Hopper Rail Cars,  
100 Tons, 16'2", Steel Construction, Non lined with reporting marks  
and road numbers as listed below:

GNRR	801
GNRR	802
GNRR	803
GNRR	804
GNRR	805
GNRR	806
GNRR	807
GNRR	808
GNRR	809
GNRR	810
GNRR	811
GNRR	812
GNRR	813
GNRR	814
GNRR	815
GNRR	816
GNRR	817
GNRR	818